

# POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

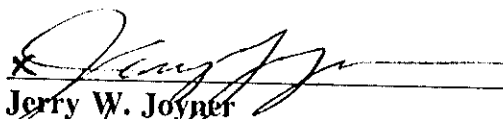
We, Jerry W. Joyner, Harolyn Y. Joyner and Jerry W. Joyner, Trustee of the Jerry W. Joyner, Sr. Revocable Trust, have made, constituted and appointed and hereby do make, constitute and appoint **H. Lee Shaw**, a resident of **Memphis, Tennessee**, our true and lawful attorney-in-fact, and in our name, place and stead, to approve and execute any and all documents, including deeds of conveyance and settlement statements, in connection with the sale of the property as shown on Exhibit "A" attached hereto and made a part hereof by this reference (three (3) tracts consisting of approximately 52 acres), to **Crosby Brothers Farms, LLC, a Tennessee limited liability company**. This power shall include the authority to approve said documents and settlement statements and to approve and receipt for the net proceeds of the sale.

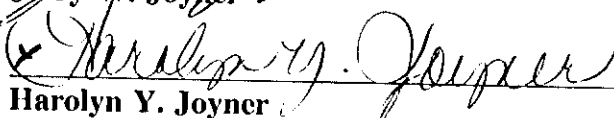
The powers herein granted shall remain in full force and effect although we may become mentally or physically incompetent. Such mental or physical incompetency shall not revoke the powers herein granted.

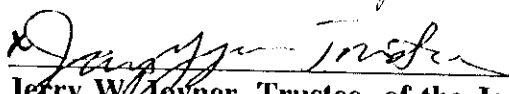
We hereby ratify and confirm all things done by said attorney-in-fact as fully and to the same extent as if we had personally performed same.

This Power of Attorney shall expire one year from the date hereof.

IN WITNESS WHEREOF, we have executed this Power of Attorney on this 25 day of Nov, 1999.

  
 \_\_\_\_\_  
 Jerry W. Joyner

  
 \_\_\_\_\_  
 Harolyn Y. Joyner

  
 \_\_\_\_\_  
 Jerry W. Joyner, Trustee of the Jerry  
 W. Joyner, Sr. Revocable Trust

STATE MS.-DE SOTO CO.  
 FILED

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BK. 80 PG. 579  
 W.F. DAVIS C.L. CLK.

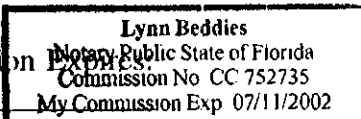
## ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF LEE

Before me, a Notary Public, in and for said State and County, duly commissioned and qualified, personally appeared **Jerry W. Joyner, Harolyn Y. Joyner and Jerry W. Joyner, Trustee of the Jerry W. Joyner, Sr. Revocable Trust**, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

WITNESS my hand and Notarial Seal at office this 25 day of FEBRUARY 1999.

Lynn Beddies  
NOTARY PUBLIC LYNN BEDDIES

My Commission Seal  
A rectangular notary seal stamp for Lynn Beddies, a Notary Public for the State of Florida. The seal contains the text: "Lynn Beddies", "Notary Public State of Florida", "Commission No CC 752735", and "My Commission Exp 07/11/2002".  
Lynn Beddies  
Notary Public State of Florida  
Commission No CC 752735  
My Commission Exp 07/11/2002

## PREPARED BY AND RETURN TO:

H. Lee Shaw, P.C., Attorney  
6075 Poplar Avenue, Suite 420  
Memphis, TN 38119

EXHIBIT "A"  
PAGE 1 OF 3  
TO  
POWER OF ATTORNEY

BOOK

80 PAGE 581

Part of the Southwest Quarter of the Southwest Quarter and  
part of the Northwest Quarter of the Southwest Quarter.

BEING THE NORTH 24 ACRES OF A 40 ACRE TRACT IN THE SOUTHWEST CORNER OF SECTION 21,  
T-1-S, R-5-W, DESOTO COUNTY, MISSISSIPPI.

Beginning at a point in the west line of Section 21, T-2-S, R-5-W, DeSoto County, Mississippi, 684.54 Ft. North of the Southwest Corner of said Section 21; thence N-0°-42'-44.8"-E, along the west line of Section 21, a distance of 1028.52 Ft. to a point; thence S-89°-28'-15"-E, 1018.13 Ft. to a point; thence S-0°-42'-44.8"-W, 1025.17 Ft. to a point; thence N-89°-39'-34.2"-W, 1018.14 ft. to the point of beginning, containing 1,045,442.0 square ft. or 24 acres.

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Part of the Southwest Quarter of the Southwest Quarter  
and the Southeast Quarter of the Southwest Quarter and  
part of the Northwest Quarter of the Southwest Quarter  
and Northeast Quarter of the Southwest Quarter.

20.630 acres situated on the East side of the  
West one-half of the Southwest Quarter of Section  
21, Township 1 South, Range 5 West, DeSoto  
County, Mississippi being more particularly  
described as BEGINNING at a rail road spike in  
the South line of Section 21, Township 1 south,  
Range 5 West, DeSoto County, Mississippi, South  
89 degrees, 39 minutes, 34.2 seconds East, 1018.146  
feet of the Southwest Corner of said Section 21,  
as measured along the Section Line, Said point  
being in the centerline of DeSoto Road; Thence  
North 0 degrees, 42 minutes, 44.8 seconds East,  
along the East line of a 40 acre tract 1709.71  
feet to a 2" Galvanized pipe; Thence North 89  
degrees, 28 minutes, 15 seconds West, 85.13 feet  
to a 2" galvanized pipe; Thence North 0 degrees,  
42 minutes, 44.8 seconds East, 934.0 feet to a  
2" galvanized pipe; Thence South 89 degrees, 28  
minutes, 15 seconds East, along the one-half  
section line 395.03 feet to a point: Thence  
South 0 degrees, 42 minutes, 44.8 seconds West,  
2642.69 feet to a point in Desoto Road; Thence  
North 89 degrees, 39 minutes, 34.2 seconds West,  
Along the South line of Section 21 a distance of  
309.903 feet to the point of BEGINNING,  
containing 898.631.041 square feet or 20.630  
acres.

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*[Signature]*

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BOOK

80 PAGE 583

Part of the Southwest Quarter of the Southwest Quarter.

8 acres, more or less, situated in Section 21, Township 1 South, Range 5 West, DeSoto County, Mississippi, and being more particularly described as BEGINNING at the Southwest Corner of Section 21, Township 1 South, Range 5 West, DeSoto County, Mississippi, thence North 0° 42' 44.8" East along the West line of said Section 21, a distance of 342.27 feet to a point; thence South 89° 28' 15" East 1,018.13 feet to a point thence South 0° 42' 44.8" West 342.27 feet to a point; thence North 89° 39' 34.2" West 1,018.146 feet to the point of beginning and containing 8 acres more or less.

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*[Handwritten signature]*